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Tom K. Sinai, Esq.

RECEIVED

November 30, 2005

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VIA HAND DELIVERY

Federal Communications Commission
Office of Secretary

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
c/o Natek, Inc.
236 Massachusetts Avenue, N.E.
Suite 110
Washington, DC 20002

CC Docket No. 00-257

*Re: Pro-Forma Transfer of Control and Streamlined
Notice of Transfer of Authorizations pursuant to 47
C.F.R. 64.1120(e).*

Dear Ms. Dortch:

This firm serves as counsel to Claricom Networks, LLC ("Claricom") and Matrix Telecom, Inc. ("Matrix") in connection with the companies' upcoming merger. In accordance with Sections 63.03(d) and 64.1120(e) of the Commission's Rules, this letter serves as Notice to the Commission regarding the *pro forma* transfer of control and streamlined transfer of authorizations from Claricom to Matrix associated with the completion of the companies' merger.

Claricom and Matrix are both wholly-owned subsidiaries of Platinum Equity, LLC ("Platinum"). Both Claricom and Matrix provide local and long-distance telecommunications services. Effective December 31, 2005, Claricom will merge into Matrix and Claricom will cease to exist. As both of these companies are wholly-owned subsidiaries of Platinum, this transfer will not result in a change in ultimate ownership or control and thus is *pro forma* pursuant to Rule 64.04(d). The transfer of authorizations are also properly streamlined pursuant to Rule 64.1120(e).

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Technology Law Group, L.L.C.SM

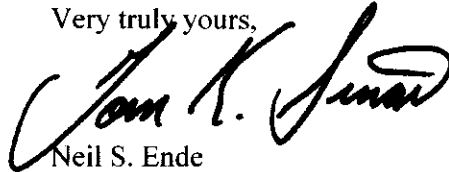
Ms. Marlene Dortch, Secretary
Federal Communications Commission
November 30, 2005

Page 2 of 2

As set forth in its Certification, attached hereto as Attachment I, Matrix has complied with the requirement to provide advance subscriber notice in accordance with Section 64.1120(e)(3), and certifies that it has complied with the obligations specified in that notice, and with other statutory and Commission requirements that apply to the streamlined process. The advance subscriber notice, a copy of which is attached hereto as Exhibit I to Attachment I, was sent to the affected subscribers on November 18, 2005.

Please direct any questions or correspondence to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Tom K. Sinai". The signature is fluid and cursive, with the first name "Tom" and last name "Sinai" clearly legible.

Neil S. Ende
Alexandre B. Bouton
Tom K. Sinai
Counsel to Matrix Telecom, Inc.
and
Claricom Networks, LLC

TKS/hs

Attch.
(Matrix advance subscriber notification letter dated November 18, 2005.)

ATTACHMENT I

CERTIFICATION

CC Docket No. 00-257

*Re: Pro-Forma Transfer of Control and Streamlined Notice of Transfer of Authorizations
pursuant to 47 C.F.R. 64.1120(e).*

I, Greg Taylor, do hereby certify that the following is true and correct to the best of current knowledge and belief.

1. I am Vice President and General Counsel of Matrix Telecom, Inc.
2. In this capacity, I am responsible for the completion of the merger that is to occur on December 31, 2005 between Claricom Networks, LLC ("Claricom") and Matrix Telecom, Inc. ("Matrix").
3. Claricom and Matrix are both wholly-owned subsidiaries of Platinum Equity, LLC ("Platinum").
4. Effective December 31, 2005, Claricom will merge into Matrix and Claricom will cease to exist.
5. As both of these companies are wholly-owned subsidiaries of Platinum, this transfer will not result in a change in ultimate ownership or control.
6. Matrix has complied with the requirement to provide advance subscriber notice in accordance with Section 64.1120(e)(3) and has complied with the obligations specified in that notice, and with all other statutory and Commission requirements that apply to the streamlined process.
7. Matrix sent the advance subscriber notification, attached as Exhibit I hereto, to the affected subscribers on November 18, 2005.

Dated: November 29, 2005

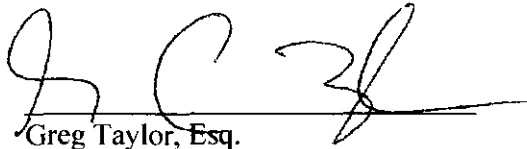

Greg Taylor, Esq.

EXHIBIT I



NOTICE OF TRANSFER OF TELEPHONE SERVICE

November 18, 2005

Dear Customer:

Claricom Networks, LLC ("Claricom") currently provides your local and/or long distance service. Claricom and its affiliate, Matrix Telecom, Inc. ("Matrix") have agreed to merge in the near future, as a result of which Matrix will be the provider of local and/or long distance services to Claricom customers. This merger will not affect your rates or the terms and conditions of your service.

Subject to obtaining state and federal regulatory approvals, we anticipate that the merger will occur on or about December 31, 2005. Unless you have begun using a service provider other than Claricom prior to this date, Matrix will become your local and/or long distance service provider following the merger. If Claricom is not your local service provider, the merger with Matrix will not impact your local carrier selection.

The rates you currently pay for long distance, as well as your terms and conditions of service, will remain unchanged immediately following the merger. If there are any changes to your rates or the terms and conditions of your service within (90) days from the date of the transfer, you will receive a thirty (30) day written notice.

Except in the event of the existence of a contract for your telecommunications service, you have the right to subscribe to local and long distance service from any service provider you wish. This decision is entirely up to you, and you may choose to switch to another carrier either before or after this change occurs. Matrix values your continued business and will gladly respond to any questions or complaints you may have about your service either prior to or during the change. Because of this change, a carrier change charge may appear on your bill. However, Matrix will be happy to credit any such charges that appear on your bill due to the change to Matrix. However, selecting a carrier other than Matrix may result in a charge being imposed for which Matrix will not be responsible. If you wish to locate another carrier providing service in your area, you may contact Matrix for such information.

If you are a long distance customer only, and you have arranged a preferred carrier freeze through your local carrier on the service(s) involved in this transfer, the freeze will be removed in order to allow Matrix to operate as your service provider. After the merger, you must contact your local carrier if you want to re-establish a preferred carrier freeze.

Until the merger takes place, Claricom will continue to be responsible for all customer service and billing issues. You should contact Claricom with any complaints or other customer services inquiries you may have prior to the merger. After the merger, you should refer your questions to Matrix.

If you have any questions regarding this notice, please contact Matrix toll-free at (888) 829-6926, 300 N. Meridian, Suite 200 N, Oklahoma City, Oklahoma 73107.

Sincerely,

Matrix Telecom, Inc.
300 N. Meridian, Suite 200 N
Oklahoma City, OK 73107

Claricom Networks, LLC
300 N. Meridian, Suite 200 N
Oklahoma City, OK 73107